

## **Exhibit A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>2</sup>

Debtors.

Chapter 11

Case No. 24-12480 (LSS)  
(Jointly Administered)

Re: D.I. \_\_\_\_\_

**ORDER APPROVING STIPULATION STAYING MOTION OF OPCO 2L AGENT AND  
AD HOC GROUP OF SECOND LIEN LENDERS FOR ALLOWANCE OF A  
SUPERPRIORITY ADMINISTRATIVE EXPENSE CLAIM**

Upon the *Certification of Counsel* and *Stipulation Staying the Motion of OpCo 2L Agent and Ad Hoc Group of Second Lien Lenders for Allowance of a Superpriority Administrative Expense Claim* (the “Stipulation”) entered into between: (a) the above-captioned debtors and debtors in possession (collectively, the “Debtors”); (b) the OpCo 2L Agent (as defined in the *Motion of OpCo 2L Agent and Ad Hoc Group of Second Lien Lenders for Allowance of a Superpriority Administrative*

---

<sup>2</sup> The debtors in these Chapter 11 Cases (the “**Debtors**”), along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

*Expense Claim* [Docket No. 978] (the “Motion”)); (c) the OpCo 2L Secured Parties (as defined in the Motion); and (d) the OpCo 1L Lender (as defined in the Motion), a copy of which is attached hereto as **Exhibit 1**; and the Court having jurisdiction to consider approval of the Stipulation; and it appearing that sufficient notice of the Stipulation has been given; and after due deliberation; and good sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Stipulation is hereby APPROVED.
2. The terms and provisions of the Stipulation shall immediately be effective and enforceable upon entry of this Order.
3. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

# EXHIBIT 1

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (LSS)  
(Jointly Administered)

Re: D.I. 978

**STIPULATION STAYING MOTION OF OPCO 2L AGENT  
AND AD HOC GROUP OF SECOND LIEN LENDERS FOR ALLOWANCE OF  
A SUPERPRIORITY ADMINISTRATIVE EXPENSE CLAIM**

This stipulation (this “Stipulation”) is made and entered into by and among: (a) the above-captioned debtors and debtors in possession (collectively, the “Debtors”); (b) the OpCo 2L Agent (as defined in the *Motion of OpCo 2L Agent and Ad Hoc Group of Second Lien Lenders for Allowance of a Superpriority Administrative Expense Claim* [Docket No. 978] (the “Motion”)); (c) the OpCo 2L Secured Parties (as defined in the Motion); (d) the OpCo 1L Lenders (as defined in the Motion); and (e) the Official Committee of Unsecured Creditors. The Debtors, the OpCo 2L Agent,

---

<sup>1</sup> The debtors in these Chapter 11 Cases (the “**Debtors**”), along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

the OpCo 2L Secured Parties, the OpCo 1L Lenders, and the Official Committee of Unsecured Creditors are referred to herein, collectively, as the “Parties”. In support of the Stipulation, the Parties respectfully state as follows:

WHEREAS, on November 3, 2024, the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code before this Court;

WHEREAS, on February 13, 2025, the OpCo 2L Agent and OpCo 2L Secured Parties filed the Motion;

WHEREAS, on March 11, 2025, the Court entered the *Order Approving Proposed Stipulated Scheduling Order* [Docket No. 1086] (the “Scheduling Order”) setting forth a schedule of discovery and briefing deadlines related to the Motion and plan confirmation as agreed to by the Debtors, the Freedom Lender Group, the Ad Hoc Group of First Lien Lenders, and the Official Committee of Unsecured Creditors;

WHEREAS, paragraph (c) of Exhibit A to the Scheduling Order provides that, among other things, the deadline to file objections to plan confirmation and the Motion is April 23, 2025 and the deadline to file replies in support of plan confirmation and the Motion is May 7, 2025; and

WHEREAS, following arm’s-length negotiations, on April 17, 2025, the Debtors, the Freedom Lender Group, the Ad Hoc Group of First Lien Lenders, and the Official Committee of Unsecured Creditors have agreed to a term sheet reflecting a global settlement in principle that will be given effect through an amended plan [Docket No. 1290] (the “Term Sheet”);

NOW, THEREFORE, it is hereby stipulated and agreed that:

1. All deadlines related to the Motion and plan confirmation set forth in Exhibit A to the Scheduling Order shall be stayed and held in abeyance until such time as a revised schedule is agreed to by the Parties or further ordered by the Court. The Parties reserve all rights with respect

to plan confirmation, the Motion and any revised schedule in the event that the deal envisioned by the Term Sheet is not implemented.

2. Pending approval of this Stipulation by the Court, each of the Parties agrees that they will be bound by this Stipulation and waives any right to object to approval by the Court.

3. The Court shall retain jurisdiction over all matters arising from or related to the implementation, interpretation, and enforcement of this Stipulation and the order approving it.

Dated: May 5, 2025  
Wilmington, Delaware

Respectfully submitted,

**OPCO 2L SECURED PARTIES**

/s/ Michael J. Farnan

**FARNAN LLP**

Brian E. Farnan (Bar No. 4098)  
Michael J. Farnan (Bar No. 5165)  
919 North Market Street, 12th Floor  
Wilmington, DE 19801  
(302) 777-0300  
bfarnan@farnanlaw.com  
mfarnan@farnanlaw.com

-and-

**WHITE & CASE LLP**

Thomas E Lauria (admitted *pro hac vice*)  
Southeast Financial Center  
200 South Biscayne Boulevard, Suite 4900  
Miami, FL 33131  
Telephone: (305) 371-2700  
Facsimile: (305) 358-5744  
Email: tlauria@whitecase.com

-and-

J. Christopher Shore (admitted *pro hac vice*)  
Andrew T. Zatz (admitted *pro hac vice*)  
Colin West (admitted *pro hac vice*)  
Samuel P. Hershey (admitted *pro hac vice*)  
Erin Smith (admitted *pro hac vice*)  
Brett Bakemeyer (admitted *pro hac vice*)  
1221 Avenue of the Americas

New York, NY 10020  
Telephone: (212) 819-8200  
Facsimile: (212) 354-8113  
Email: cshore@whitecase.com  
azatz@whitecase.com  
sam.hershey@whitecase.com  
erin.smith@whitecase.com  
brett.bakemeyer@whitecase.com

*Counsel to the OpCo 2L Secured Parties*

**OPCO 2L AGENT**

/s/ Phillip W. Nelson

**HOLLAND AND KNIGHT LLP**

Phillip W. Nelson (pro hac vice forthcoming)  
150 N. Riverside Plaza, Suite 2700  
Chicago, Illinois 60606  
Telephone: (312) 578-6584  
Facsimile: (312) 578-6666  
Email: phillip.nelson@hklaw.com

*Counsel to Alter Domus (US) LLC, In Its Capacity  
as the OpCo 2L Agent*

**DEBTORS**

/s/ Allison S. Mielke

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Edmon L. Morton (Del. No. 3856)  
Matthew B. Lunn (Del. No. 4119)  
Allison S. Mielke (Del. No. 5934)  
Shella Borovinskaya (Del. No. 6758)  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253  
Email: emorton@ycst.com  
mlunn@ycst.com  
amielke@ycst.com  
sborovinskaya@ycst.com

- and -

**KIRKLAND & ELLIS LLP**



Joshua A. Sussberg, P.C. (admitted pro hac vice)  
Nicole L. Greenblatt, P.C. (admitted pro hac vice)  
Derek I. Hunter (admitted pro hac vice)  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: joshua.sussberg@kirkland.com  
nicole.greenblatt@kirkland.com  
derek.hunter@kirkland.com  
Mark McKane, P.C. (admitted pro hac vice)  
555 California Street  
San Francisco, California 94104  
Telephone: (415) 439-1400  
Facsimile: (415) 439-1500  
Email: mark.mckane@kirkland.com

*Co-Counsel to the Debtors and Debtors in Possession*

**OPCO 1L AGENT**

/s/ Matthew B. McGuire

**LANDIS RATH & COBB LLP**

Adam G. Landis (No. 3407)  
Matthew B. McGuire (No. 4366)  
Elizabeth A. Rogers (No. 7335)  
919 Market Street, Suite 1800  
Wilmington, Delaware 19801  
Telephone: (302) 467-4400  
Facsimile: (302) 467-4450  
Email: landis@lrclaw.com  
mcguire@lrclaw.com  
erogers@lrclaw.com

-and-

**PAUL HASTINGS LLP**

Jayne T. Goldstein (admitted pro hac vice)  
Daniel A. Fliman (admitted pro hac vice)  
Jeremy D. Evans (admitted pro hac vice)  
Isaac S. Sasson (admitted pro hac vice)  
200 Park Avenue  
New York, New York 10166  
Telephone: (212) 318-6000  
Facsimile: (212) 319-4090  
Email: jaymegoldstein@paulhastings.com

danfliman@paulhastings.com  
jeremyevans@paulhastings.com  
isaacsasson@paulhastings.com

Nicholas A. Bassett (admitted pro hac vice)  
2050 M Street NW  
Washington, DC 20036  
Telephone: (202) 551-1700  
Facsimile: (202) 551-1705  
Email: nicholasbassett@paulhastings.com

*Counsel to the OpCo IL Agent*

**OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS**

/s/ Bradford J. Sandler

**PACHULSKI STANG ZIEHL & JONES LLP**

Bradford J. Sandler, Esq. (#4142)  
Colin R. Robinson, Esq. (#5524)  
919 North Market Street, 17th Floor P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400  
Email: bsandler@pszjlaw.com  
crobinson@pszjlaw.com

-and-

Robert J. Feinstein, Esq. (admitted pro hac vice)  
Alan J. Kornfeld, Esq. (admitted pro hac vice)  
Theodore S. Heckel, Esq. (admitted pro hac vice)  
780 Third Avenue, 34th Floor  
New York, NY 10017  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777  
Email: rfeinstein@pszjlaw.com  
akornfeld@pszjlaw.com

*Counsel to the Official Committee of Unsecured  
Creditors*